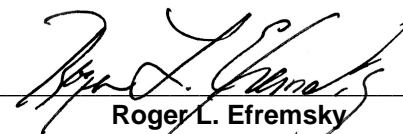




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The following constitutes
the order of the court. Signed March 16, 2011


Roger L. Efremsky
U.S. Bankruptcy Judge

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Proposed Attorneys for Debtor

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
OAKLAND DIVISION

In re
Round Table Pizza, Inc.,
Debtor.

Case No. 11-41431 RLE

(Jointly Administered with Case Nos.
11-41432 RLE, 11-41433 RLE, and
11-41434 RLE)

Chapter 11

**THIRD ORDER AUTHORIZING
INTERIM USE OF CASH COLLATERAL**

Judge: Hon. Roger Efremsky

1 The MOTION FOR ORDER AUTHORIZING USE OF CASH COLLATERAL (the "Cash Collateral
2 Motion") of Round Table Pizza, Inc., Round Table Franchise Corporation, Round Table
3 Development Company, and Round Table Pizza of Nevada, LLC, the joint debtors and debtors in
4 possession in the above captioned Chapter 11 reorganization cases (collectively "Round Table" or
5 the "Debtor") came before this Court on February 11, 2011. This Court entered the ORDER
6 AUTHORIZING INTERIM USE OF CASH COLLATERAL (the "Initial Order") on February 14, 2011,
7 pursuant to which the Court granted the Cash Collateral Motion on the terms set forth in such
8 order and authorized Round Table to use cash collateral in accordance with, and subject to the
9 terms of, such order through February 24, 2011. This Court entered the SECOND ORDER
10 AUTHORIZING INTERIM USE OF CASH COLLATERAL (the "Second Interim Order") on
11 February 23, 2011. The Court finding good cause appearing therefor,

12 IT IS HEREBY ORDERED that

13 1. A further hearing on the Cash Collateral Motion is set for April 1, 2011, at
14 10:30 a.m. before the Honorable Roger Efremsky, United States Bankruptcy Judge;

15 2. Unless terminated earlier pursuant to this Order and except as otherwise expressly
16 provided herein, Round Table may use cash collateral in the ordinary course of its business through
17 5:00 p.m. on April 1, 2011 (the "Specified Period"), in accordance with the Budget attached hereto
18 as Exhibit "A" (the "Budget"). Notwithstanding the foregoing, unless the Lenders otherwise agree
19 in writing, Round Table's authorization to use cash collateral shall automatically terminate,
20 excluding regularly scheduled payroll, in the event that:

21 (i) its cash balance drops below \$2.25 million as measured at the end of each week
22 during the Specific Period;

23 (ii) actual receipts from its restaurant operations drop below 90% of the
24 "Restaurant" receipts reflected on the Budget as measured weekly on a cumulative basis
25 from the start of the Budget through the then-current week;

26 (iii) its cumulative actual operating disbursements exceed 110% of cumulative
27 operating disbursements set forth in the Budget as measured weekly on a cumulative basis
28

1 from the start of the Budget through the then-current week and excluding from such
2 calculation both the actual disbursement and the disbursements reflected on the Budget for
3 (a) "Rent & CAM," (b) "Sales Tax," (c) "February Stub Rent" and (d) "Store Closure
4 Costs" (collectively, the "Excluded Disbursements"); provided that, in the event that
5 Round Table exceeds its cumulative "Restaurant" receipts during such measurement period,
6 for purposes of calculating compliance with this clause (iii) the Budget amount for
7 disbursements other than the Excluded Disbursements shall be deemed to be increased in
8 the same proportion as actual "Restaurant" receipts exceed those reflected on the Budget
9 for such measurement period; and

10 (iv) its cumulative actual disbursements for "Rent & CAM," "Sales Tax" and
11 "Store Closure Costs" exceed 110% of the cumulative amount for such disbursements
12 reflected on the Budget as measured weekly on a cumulative basis from the start of the
13 Budget through the then-current week.

14 3. By noon on Thursday, March 17, 2011, and thereafter by the close of business on
15 each Wednesday during the term of this Order, Round Table shall deliver to the Agent and the
16 Official Committee, through counsel, a reconciliation showing (i) actual disbursements as well as
17 actual cash receipts during the previous week compared with the amounts for such week set forth
18 on the Budget, (ii) the cumulative actual disbursements and receipts for the period of the Budget
19 through and including the previous week compared with the budgeted amounts for the
20 corresponding period, and (iii) commencing on Wednesday, March 23, 2011, a summary of
21 outstanding post-petition accounts payable as of the end of the previous week.

22 4. Round Table shall permit representatives, agents, employees, counsel and other
23 advisors of the Lenders and the Official Committee to have reasonable access to Round Table's
24 premises, records, personnel and advisors during normal business hours (without unreasonable
25 interference with the proper operation of Round Table's businesses and upon reasonable prior
26 notice) and shall cooperate with, and provide to such representatives, agents, employees, counsel
27 and other advisors all such information as they may reasonably request.

28

1 5. The Agent, for and on behalf of itself, the Lenders and all other parties entitled to
2 the benefit of liens or security interests under the pre-petition documentation between Round
3 Table and the Lenders, is hereby granted replacement liens against Round Table's post-petition
4 assets (other than rights and causes of action arising under Chapter 5 of the Bankruptcy Code)
5 with the same nature, extent, validity and enforceability as their pre-petition liens, but solely to
6 secure any diminution in the value of its collateral, with all interested parties reserving all rights
7 with respect to the scope of the pre-petition collateral; Notwithstanding the foregoing, any such
8 replacement liens shall be subordinated to the compensation and expense reimbursement
9 (excluding professional fees) allowed to any trustee thereafter appointed in the case.

10 6. Round Table is hereby authorized and empowered to take all actions necessary to
11 implement the relief granted in this Order; and

12 7. This Court shall retain jurisdiction with respect to all matters arising from or related
13 to the implementation of this Order.

14 **APPROVED AS TO FORM AND CONTENT:**

15 Dated: March 15, 2011

LATHAM & WATKINS LLP

16
17 By: /s/ Gregory O. Lunt

Gregory O. Lunt

18 Attorneys for General Electric Credit Corporation, as
19 Agent for the Lenders

20 **APPROVED AS TO FORM AND CONTENT:**

21 Dated: March 15, 2011

BROWNSTEIN HYATT FARBER SCHRECK, LLP

22
23 By: /s/ Karol K. Denniston

Karol K. Denniston

24 Counsel for the Official Creditors' Committee

25
26 * * * END OF ORDER * * *

Exhibit A

Round Table Pizza
Weekly Cash Report

Actuals/Forecast Week Ending	First 15 Weeks													
	2/13/11	2/20/11	2/27/11	3/6/11	3/13/11	3/20/11	3/27/11	4/3/11	4/10/11	4/17/11	4/24/11	5/1/11	5/8/11	5/15/11
Actuals	1,722,309	1,822,475	1,784,814	1,612,306	1,558,379	1,530,719	1,491,562	1,491,562	1,403,100	1,405,843	1,403,100	1,403,100	1,446,319	1,483,037
Forecast	66,482	87,588	736,547	85,549	25,482	68,516	375,913	404,388	125,714	82,821	272,069	498,326	120,537	142,733
Actuals	136,548	144,490	141,504	127,827	123,552	121,359	118,254	111,241	111,241	111,458	111,241	111,241	114,667	110,602
Forecast	26,049	64,628	31,141	64,628	67,484	163,000	67,484	64,628	67,484	67,484	67,484	67,484	64,628	67,484
Cash Receipts	1,925,339	2,100,601	2,694,006	1,898,894	1,707,413	1,951,078	1,985,730	2,107,416	1,640,055	1,600,123	1,851,893	2,041,249	1,746,152	1,736,372
Operating Cash Flow	259,666	389,070	415,406	137,402	304,736	86,749	18,638	197,950	138,644	238,342	572,629	754,762	175,736	450,603
Investing & Financing	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Net Change in Cash	259,666	389,070	415,406	137,402	304,736	86,749	18,638	197,950	138,644	238,342	572,629	754,762	175,736	450,603
Beginning Cash Balance	1,467,069	1,726,735	2,115,805	2,252,107	2,556,843	2,642,592	2,661,230	2,860,180	2,998,824	3,237,166	3,810,795	4,565,557	4,736,291	5,186,894
Net Change in Cash	259,666	389,070	415,406	137,402	304,736	86,749	18,638	197,950	138,644	238,342	572,629	754,762	175,736	450,603
Ending Cash Balance	1,726,735	2,115,805	2,581,211	2,447,375	2,599,634	2,835,145	2,860,145	2,998,824	3,137,468	3,475,508	4,388,424	5,320,319	4,912,027	5,637,497
Cash Equivalents	1,726,735	2,115,805	2,581,211	2,447,375	2,599,634	2,835,145	2,860,145	2,998,824	3,137,468	3,475,508	4,388,424	5,320,319	4,912,027	5,637,497
Accounts Receivable	2,058,522	1,970,934	1,234,387	1,963,359	1,937,877	1,869,361	1,934,448	2,148,190	2,022,475	1,939,654	1,667,586	2,089,649	1,969,113	1,826,379
Inventory	617,000	617,000	573,276	519,835	519,835	485,827	485,827	485,827	466,394	466,394	466,394	466,394	466,394	466,394
Accounts Payable	4,402,257	4,703,739	4,188,874	4,930,568	5,057,346	5,190,333	4,785,782	5,332,595	5,098,803	5,139,325	5,504,885	5,142,186	4,835,914	5,133,783
Cash Equivalents at Petition Date	4,209,073	4,209,073	4,209,073	4,209,073	4,209,073	4,209,073	4,209,073	4,209,073	4,209,073	4,209,073	4,209,073	4,209,073	4,209,073	4,209,073
Change in Cash Equivalents	193,184	494,666	201,999	721,496	848,273	981,260	576,709	1,123,522	829,731	930,252	1,295,812	933,114	626,841	924,711